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FILED

AUG 03 2007

RICHARD W. WICKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE

14 UNITED STATES DISTRICT COURT
15 NORTHERN DISTRICT OF CALIFORNIA
16 SAN JOSE DIVISION

17 FORD MOTOR CREDIT COMPANY,)
18 LLC, a Delaware Limited Liability)
19 Company,)

20 Plaintiff,

21 vs.

22 LEWIS FAMILY ENTERPRISES, INC.,)
23 dba BOB LEWIS LINCOLN)
24 MERCURY, a California corporation,)
25 and STEVEN ROBERT LEWIS, an)
26 individual,)

27 Defendants.

No. C 07-03301 JW


**~~PROPOSED~~ ORDER FOR
WRIT OF POSSESSION**

Hearing Date: August 1, 2007

Time: 11:00 a.m.

Courtroom: 8

The Hon. James Ware

1 The Application of Ford Motor Credit Company, LLC a Delaware limited
2 liability company ("Ford Credit") for the issuance of an order for writ of possession
3 and for injunctive relief came on for hearing before the United States District Court
4 for the Northern District of California, on August 1, 2007, at 11:00 a.m. before the
5 Honorable James Ware.

6 The Court, having reviewed the application of Ford Credit for writ of
7 possession and a preliminary injunctive relief, the supporting declarations and
8 memorandum of points and authorities and the complaint on file in this action, and
9 finding that no opposition has been filed, finds that Ford Credit has established that
10 it is entitled to the issuance of a Writ of Possession and has established the probable
11 validity that there is an immediate danger that the vehicles identified on the
12 attached Exhibit "A", the other personal property described in the attached Exhibit
13 "B" and the proceeds from the sale of any such vehicle or other personal property
14 (collectively the "Collateral"), may become unavailable to levy and may become
15 substantially impaired in value, and

16 GOOD CAUSE APPEARING, THEREFOR,

17 IT IS HEREBY ORDERED that:

18 1. Defendant, Lewis Family Enterprises, Inc., dba Bob Lewis Lincoln
19 Mercury ("Bob Lewis Lincoln Mercury") has received timely and proper notice of
20 this hearing on Plaintiff Ford Credit's Application for Writ of Possession and
21 Injunctive Relief under the Court's Local Rules.

22 2. Ford Credit has established the probable validity of its security interest
23 in, and claim to possession of, the vehicles identified on the attached Exhibit "A"
24 and all of Bob Lewis Lincoln Mercury's furniture, fixtures, machinery, supplies and
25 other equipment, all motor vehicles, tractors, trailers, implements, service parts and
26 accessories and other inventory of every kind, all accounts, contract rights, chattel
27 paper and general intangibles as described in the attached Exhibit "B", and that

1 Defendant Bob Lewis Lincoln Mercury is in default on its loan obligations owing
2 to Ford Credit as set forth in the moving papers.

3 3. Ford Credit has established that the Collateral is located at 911 Capitol
4 Expressway Auto Mall, San Jose, California (the "Dealership").

5 4. The Clerk of this Court shall issue a writ of possession as provided in
6 California Code of Civil Procedure section 512.010, made applicable by Federal
7 Rule of Civil Procedure 64.

8 5. The levying officer within whose jurisdiction the Collateral, or some
9 part thereof, is located, is authorized to execute the Writ of Possession and levy on
10 the Collateral in either of the following manners as directed by Ford Credit:

11 a. The levying officer may seize the Collateral and retain custody
12 of it in the manner provided by California Code of Civil Procedure sections
13 514.010 - 514.050; or

14 b. The levying officer within whose jurisdiction the Collateral, or
15 some part thereof, is located may maintain the peace while Ford Credit, its agents
16 and employees take and maintain possession of the Collateral in the manner
17 provided by California Code of Civil Procedure sections 514.010 - 514.050.

18 c. Upon delivery of the Collateral to Ford Credit, the United States
19 Marshal Service shall be held harmless as to the transport, storage, and maintenance
20 of the Collateral.

21 d. Ford Credit is to store the Collateral in a reasonable manner and
22 either Ford Credit or the storage facility shall carry sufficient insurance to protect
23 the Collateral from loss prior to its sale or disposition. Ford Credit shall dispose of
24 the Collateral in the manner provided under the California Uniform Commercial
25 Code.

26 6. Ford Credit has established that it has a security interest in all accounts
27 of Bob Lewis Lincoln Mercury. Ford Credit is authorized under this Order and the
28

1 Writ of Possession to take possession of all Collateral in the deposit accounts of
2 Bob Lewis Lincoln Mercury wherever located. Ford Credit is authorized to have
3 the United States Marshal serve a financial institution levy upon any financial
4 institution with possession of Collateral for turnover of the Collateral in the
5 Accounts to Ford Credit through the United States Marshal in the manner provided
6 under California Code of Civil Procedure section 704.080. Bob Lewis Lincoln
7 Mercury shall issue no checks, drafts or other form of withdrawals from the
8 Accounts from the date of the issuance of this Order except to make payment to
9 Ford Credit.

10 7. Bob Lewis Lincoln Mercury shall deliver and turn over the Collateral
11 to Ford Credit as provided by California Code of Civil Procedure section 512.070.
12 Ford Credit will then hold the Collateral for not less than 10 days in order to allow
13 Bob Lewis Lincoln Mercury an opportunity to obtain redelivery of the Collateral
14 pursuant to Cal. Code of Civ. Proc. §514.030.

15 8. Ford Credit is authorized to use a single USM-285 form which will
16 refer to a list including all motor vehicles comprising the Collateral and identifying
17 each motor vehicle specifically by make, model, year, and vehicle identification
18 number. The levying officer is directed to accept such form in full compliance with
19 its procedures requiring the use of form USM-285.

20 9. The writ of possession shall issue forthwith. The Court waives any
21 filing or posting of an undertaking or bond by Ford Credit as the Court is permitted
22 and authorized to do under California Code of Civil Procedure section 515.010(b).

23 10. The written undertaking required by Bob Lewis Lincoln Mercury for
24 redelivery or to stay delivery shall be in the amount of \$2,586,154.15.

25 11. The Clerk of this Court shall attach a copy of this Order to the writ of
26 possession.
27

1 12. The levying officer may enter the following private places at any time
2 or times, using any necessary reasonable force, whether the premises are occupied
3 or unoccupied, to take possession of the Property or some part thereof: 911 Capitol
4 Expressway Auto Mall, San Jose, California.

5 13. Ford Credit's representatives shall, if the levying officer so requests,
6 accompany the levying officer to the business premises described above, to review
7 and examine Bob Lewis Lincoln Mercury's books and records relating to the
8 vehicles and parts constituting the Collateral in order to determine the status,
9 location and time and date of return of any Collateral. Ford Credit's representative
10 is authorized to remain at the Dealership at all times until all the Collateral is
11 removed from the Dealership.

12 14. The levying officer is authorized to remain on Bob Lewis Lincoln
13 Mercury's business premises at all times until all the Collateral is removed from the
14 Dealership.

15
16 IT IS FURTHER ORDERED THAT:

17 15. Bob Lewis Lincoln Mercury, its agents, employees, and all persons
18 acting for it or on its behalf, are hereby immediately restrained and enjoined from
19 transferring any interest in the Collateral by lease, sale, pledge, gift, or grant of
20 security interest or otherwise disposing of, encumbering, secreting or transferring
21 possession of the Collateral, in any manner which would prevent, hinder, or delay
22 the levying officer from taking possession of the Collateral.

23 16. Defendant Bob Lewis Lincoln Mercury, its agents, employees and
24 anyone acting on its behalf, are enjoined and restrained from transferring any
25 interest by sale, pledge, gift or grant of security interest or otherwise disposing of,
26 or encumbering the Collateral identified on the attached Exhibits "A" and "B".

27 17. In the event that Bob Lewis Lincoln Mercury ceases to conduct
28 business, Ford Credit is authorized to have all mail to be delivered to Bob Lewis

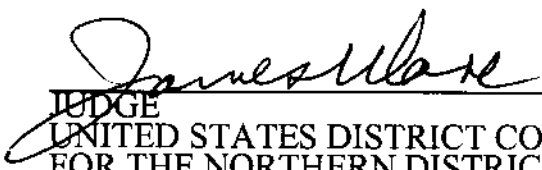
10872/0122/632011.2

1 Lincoln Mercury redirected to a post office box that Ford Credit will maintain for
2 the purpose of receiving Bob Lewis Lincoln Mercury's mail. Ford Credit will be
3 authorized to open the mail to Bob Lewis Lincoln Mercury and to take possession
4 of all money paid to Bob Lewis Lincoln Mercury and to endorse all checks, money
5 orders, and other forms of payment to Ford Credit and to apply the funds to the
6 contract balances owing by Bob Lewis Lincoln Mercury to Ford Credit. Bob Lewis
7 Lincoln Mercury, its officers, or its appointed employees are agents are permitted to
8 be present when Ford Credit opens any such redirected mail. The parties shall
9 cooperate in scheduling a reasonable time for the opening of the redirected mail.

10 18. Defendants are ORDERED to hold all proceeds of sales of the
11 vehicles indentified on Exhibit A in a trust account, to be distributed only upon
12 further order of the Court.

13 19. This Order shall remain in effect until modified by further order of
14 this Court, or modified by written agreement signed by Plaintiff Ford Credit and
15 Defendant Bob Lewis Lincoln Mercury filed with and approved by order of this
16 Court.

17 DATED: August 3, 2007
18 4:30 p.m.
19

20 
21 JUDGE
22 UNITED STATES DISTRICT COURT
23 FOR THE NORTHERN DISTRICT OF
24 CALIFORNIA
25
26
27
28

Lewis Family Enterprises, Inc. dba Bob Lewis Lincoln-Mercury

VIN #	Model Year	Make	Model	Principal Balance
LINCOLN-MERCURY NEW WHOLESALE				
4M2CU97158KJ02277	2008	MERCURY	MARINER	28708.52
4M2CU97168KJ06399	2008	MERCURY	MARINER	26383.52
4M2CU97118KJ03457	2008	MERCURY	MARINER	26383.52
5LMFL28527LJ09882	2007	LINCOLN	NAVIGATOR	56858.84
5LMFL28517LJ14216	2007	LINCOLN	NAVIGATOR	56899.32
5LMFU28547LJ23747	2007	LINCOLN	NAVIGATOR	55744.88
5LMFU28577LJ18994	2007	LINCOLN	NAVIGATOR	54858.32
5LMFU28557LJ07959	2007	LINCOLN	NAVIGATOR	54858.32
5LMFL27547LJ09884	2007	LINCOLN	NAVIGATOR	54248.84
5LMFU28537LJ22945	2007	LINCOLN	NAVIGATOR	53988.40
5LMFU28517LJ16948	2007	LINCOLN	NAVIGATOR	53902.32
5LMFU28507LJ15502	2007	LINCOLN	NAVIGATOR	53786.32
5LMFU27547LJ04214	2007	LINCOLN	NAVIGATOR	52447.20
5LMFU27547LJ14225	2007	LINCOLN	NAVIGATOR	52048.32
5LMFU28507LJ01745	2007	LINCOLN	NAVIGATOR	51978.20
5LMFU28587LJ05087	2007	LINCOLN	NAVIGATOR	51938.32
5LMFU27587LJ16947	2007	LINCOLN	NAVIGATOR	51282.32
5LMFU27537LJ02406	2007	LINCOLN	NAVIGATOR	50325.20
5LMFL28567LJ20383	2007	LINCOLN	NAVIGATOR L	50308.40
1LNHM82W07Y608261	2007	LINCOLN	TOWN CAR	44820.18
1LNHM82W87Y606872	2007	LINCOLN	TOWN CAR	44551.15
5LMFU27557LJ00642	2007	LINCOLN	NAVIGATOR	44477.20
5LMFU27587LJ03065	2007	LINCOLN	NAVIGATOR	44477.20
5LMFU27567LJ00584	2007	LINCOLN	NAVIGATOR	44477.20
5LMFU27537LJ03605	2007	LINCOLN	NAVIGATOR	44477.20
5LMFU27507LJ07059	2007	LINCOLN	NAVIGATOR	44477.84
5LTPW18517FJ09347	2007	LINCOLN	MARK LT	42225.75
2LMDU88C97BJ16471	2007	LINCOLN	MKX	40571.03
2LMDU88C87BJ23072	2007	LINCOLN	MKX	40518.85
2LMDU88C37BJ13792	2007	LINCOLN	MKX	40517.03
2LMDU88C07BJ08372	2007	LINCOLN	MKX	40017.03
2LMDU88C37BJ17163	2007	LINCOLN	MKX	39757.03
2LMDU88C17BJ18182	2007	LINCOLN	MKX	39757.03
2LMDU68C87BJ04932	2007	LINCOLN	MKX	38410.03
2LMDU68C27BJ06871	2007	LINCOLN	MKX	37680.03
4M2EU48837UJ07021	2007	MERCURY	MOUNTAINEER	37450.80
2LMDU88C47BJ25272	2007	LINCOLN	MKX	36876.85
4M2EU48887UJ10187	2007	MERCURY	MOUNTAINEER	36318.10
2LMDU68C87BJ10939	2007	LINCOLN	MKX	35840.03
4M2EU48E37UJ01957	2007	MERCURY	MOUNTAINEER	35382.10
2LMDU68C87BJ10620	2007	LINCOLN	MKX	35080.03
3LNHM26TX7R633518	2007	LINCOLN	MKZ	30178.80
3LNHM26T87R648440	2007	LINCOLN	MKZ	29834.45
3LNHM26T27R663841	2007	LINCOLN	MKZ	29298.85
4M2CU97187KJ12185	2007	MERCURY	MARINER	27800.52
4M2CU91107KJ13372	2007	MERCURY	MARINER	27630.35

Exhibit A

Justine
8/3/2007

4M2CU971X7KJ05061	2007	MERCURY	MARINER	27449.02
3MEHM02197R642514	2007	MERCURY	MILAN	27243.10
4M2CU91187KJ03947	2007	MERCURY	MARINER	26844.02
3MEHM08147R641150	2007	MERCURY	MILAN	26200.70
1MEHM40177G606760	2007	MERCURY	MONTEGO	2438.15
3MEHM07Z47R643715	2007	MERCURY	MILAN	2083.10
5LTPW185X6FJ06770	2006	LINCOLN	MARK LT	2001.68
1MEFM50U25A635011	2005	MERCURY	SABLE	1620.20
Unsold Floorplan Balance				2181193.18

PROGRAM CAR LINE				
1LNFM87A46Y632128	2006	LINCOLN	LS	20665.00
1ZVFT84N265217760	2006	FORD	MUSTANG	2066.00
1ZVFT80N165202463	2006	FORD	MUSTANG	15998.00
5LMFU27R74LJ11348	2004	LINCOLN	NAVIGATOR	23998.00
Unsold Floorplan Balance				78327.00

USED VEHICLE WHOLESALE LINE				
1G2ZG58B574120289	2007	PONTIAC	G6	11433.44
1FAFP34N77W107718	2007	FORD	FOCUS	3440.00
1J4GK48K36W205463	2006	JEEP	LIBERTY	10450.00
1G1AK55F667624774	2006	CHEVROLET	COBALT	8720.00
1LNHM81W85Y671512	2005	LINCOLN	TOWN CAR	5860.00
1FAFP34NX5W245573	2005	FORD	FOCUS	245.00
1N4BA41E94C834351	2004	NISSAN	MAXIMA	45780.94
Unsold Floorplan Balance				73974.38

Exhibit A

Julie Wilson
8/3/2007

2007		FORD MOTOR CREDIT FINANCIAL STATEMENT		2007	
P & A CODE 11042		DEALER BOB LEWIS LM		REC'D	
PERIOD OF 4		ADDRESS 911 CAPITOL EXPWY AUTOMALL		SALES CODE	
MONTH ENDED 30 APR 2007		SAN JOSE, CA 95136		51F488	
ASSETS		LIABILITIES & EQUITY		51F488	
1 CASH	ON HAND IN BANK	602380	NEW VEHICLES & DEMOS	2881623	
2 MONEY MARKET / DEPOSIT			USED VEHICLES	320309	
3 FINANCE CONTRACTS	NEW	173936	REMARKETED VEHICLES	329626	
4 USED		284276	RECREATION VEHICLES		
5 MARKETABLE SECURITIES			OTHER - SHORT TERM		
6 NOTES RECEIVABLE			LONG TERM - CURRENT PORTION		
7 PREPAID REPAIRS		59995	INSTALLMENT SALE BALANCE		
8 ACCOUNTS RECEIVABLE	VEHICLE	59643	SALE LOANS AUTHORIZED (LMT) CANADA ONLY		
9 PARTS INVENTORY		106513	ACCOUNTS PAYABLE	200045	
10 OTHER		37510	INCOME TAXES		
11 W & P CLAIMS		869	CUSTOMER DEPOSITS		
12 VEHICLE HOLDBACK		5425	ACCOMMODATIONS-SVC. CONTRACT/REPO REFUND	25132	
13 INCENTIVES / CARRYOVER ALLOWANCE		-2663	TAXES	706	
14		50354	PAYROLL & BONUSES	52427	
15			PROFIT SHARING (NON US)		
16			OTHER	100797	
17 JOBBER INCENTIVES/SPFLOOR PLAN ASSISTANCE/OTHER		1463	DEFERRABLE INTEREST INCOME (CURRENT PORTION-NON US)	3910065	
18					
19 FINANCE RECEIVABLES - CURRENT		36445			
20 ALLOWANCE - DOUBTFUL RECEIVABLES		-467965			
21 CARE			NET CASH	-52095	
22 TRUCKS		462283	AVERAGE MONTH TOTAL EXPENSES	382214	
23 DEMOS		1551377	NET CASH OVER (UNDER)	390783	
24 CARS		303977		-208569	
25 TRUCKS		113984			
26		136387			
27		43492			
28 PARTS INV.		139358			
29 ALLOWANCE - PARTS INVENTORY ADJUSTMENT		139358			
30 OTHER INVENTORIES		1023			
31 LIFO INVENTORY		8653			
32 RECEIVABLES					
33 PREPAID EXPENSES		20130			
34		4597787			
35 LEASED VEHICLES - NET		40968			
36 RENTAL VEHICLES - NET					
37 LAND AND IMPROVEMENTS - NET		22000			
38 BUILDINGS		3713			
39 DEPRECIATION		266594			
40 EQUIPMENT		158992			
41 DEPRECIATION		215537			
42 LEASEHOLD		64220			
43 AMORTIZED		884			
44 FINANCE RECEIVABLES DEFERRED - NET					
45 RECEIVABLES - OFFICERS & EMPLOYEES					
46 CASH VALUE - LIFE INSURANCE					
47 OTHER ASSETS - NET					
48		4916947			
49		83778			
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FORD 2007 PAGE 1

Exhibit B

Judge Warr
8/3/2007

DEALER		BOB LEWIS LM		PLA CODE		11042		SALES CODE		517488		MONTH 30 APR 2007 PG2	
OPERATING SUMMARY		DOLLARS		UNITS YTD		DEPARTMENTAL OPERATING SUMMARY							
		MONTH	YTD	CAR	TRUCK	NEW	USED	PARTS	SERVICE	BODY			
1	TOTAL SALES	1441308	6373517	24	42	650670	547981	126743	115914				
2	TOTAL GROSS	253532	1182684	126	54	2462799	2792938	543494	574286				
3	TOTAL SELLING EXPENSE	230206	964927	908	816	184441	420419	186043	391781				
4	TOTAL SELLING/ADJUSTED SELLING GROSS	23336	217757	92	184	66294	77142	21862	64908				
5	TOTAL FIXED EXPENSE	149470	598205	590	506	49892	57904	86941	122804				
6	DEALER SALARY					197408	119640	83749	197408				
7	OPERATING PROFIT	-126144	-380448	-498	-322	-52148	-39799	-861	-33336				
8	FINANCIAL ADJUSTMENTS					-247300	-61736	3192	-74604				
9	CASH ONC EARNED												
10	INTEREST INCOME												
11	DIVIDEND INCOME												
12	SALES FIXED ASSETS												
13	OTHER												
14	TOT (VOLVO ONLY)												
15	CASH DISCOUNT												
16	OTHER												
17	CUSTOMER SATISFACTION AND FORD SUPPORT												
18	FORD BLUE DUAL												
19	VOLVO CBI/VAM												
20	LOBP												
21	OTHER #2												
22	OTHER #3												
23	ANG CBI/FRAC/CPO/WWP												
24	LAND ROVER												
25	TOTAL CUSTOMER SATISFACTION ADJUSTMENT (Line 21)												
26	NON-US DEALER ADJUSTMENTS (MEMO)												
27	EXCHANGE RATE ADJUSTMENT												
28	CURRENCY ADJUSTMENT												
29													
30	Service Absorption: The Sum of Total Parts, Service & Body Shop Gross Profits DIVIDED By the Sum of Total Fixed Expense + Dealer Salary + Parts, Service & Body Shop Sales Expense.												
31	(Benchmark is 85% - 100%)												
32	MONTH												
33	YTD												
34	52.0%												
35	59.8%												
36	OPERATING TRADE ANALYSIS												
37	NEW UNITS												
38	USED UNITS												
39	TOTAL CARRYOVER (PREVIOUS)												
40	SELLING ADJUSTED - SELLING GROSS (SEE)												
41	NEW												
42	USED												
43	PARTS												
44	SERVICE												
45	BODY SHOP												
46	FORD EXP. (000)												
47	OPT. FTY (000)												
48	PFT. BKT (000)												
49	NET PROFIT PIVG												
50	JANUARY												
51	FEBRUARY												
52	MARCH												
53	APRIL												
54	MAY												
55	JUNE												
56	JULY												
57	AUGUST												
58	SEPTEMBER												
59	OCTOBER												
60	NOVEMBER												
61	DECEMBER												
62	TOTAL												
63	24	42	96	43	246	-50	58	87	123				
64	33	58	100	80	316	-120	90	69	131				
65	FORD 2007 PAGE 2												

Exhibit B

Judge Adams
8/3/2007

DEALER BOB LEWIS LM				PLA CODE 11042	SALES CODE 51P488	MONTH 30 APR 2007	PG 3C
LINE	DATE	DATE	DATE	DATE	DATE	DATE	DATE
1							
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23	31787	1656	1	1656			
24							
25	63819	4243	3	1414			
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30	35005	2755	1	2755			
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37	130611	8654	5	1731			
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42	130611	8654	5	1731			
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47	130611	10054	5	2011			
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FORD 2007 PAGE 3

Exhibit B

Judge Ware
8/3/2007

DEALER BOB LEWIS I.M.				PACODE 11042		SALES CODE 517488		MONTH 30 APR 2007		PC JT	
LINE	DATE	QUANTITY	PRICE	UNIT	DESCRIPTION	UNIT	PRICE	UNIT	PRICE	UNIT	PRICE
1					EDGE						
2					FREESTYLE						
3					ESCAPE						
4					EXPLORER						
5					EXPEDITION						
6					EXCURSION						
7					FREESTAR (MAYANA)						
8					ECONOLINE / CLUB WAGON						
9					RANGER						
10					F150 UNDER 3000 GVW						
11					F-SUPER DUTY (2500-3000 GVW)						
12					COLUMBIER (MEXICO ONLY)						
13					ECOMPORT (MEXICO ONLY)						
14					TRANMIT (MEXICO ONLY)						
15					TBD FORD TRUCK #2						
16					TBD FORD TRUCK #3						
17					TBD FORD TRUCK #4						
18					TBD FORD TRUCK #5						
19					TBD FORD TRUCK #6						
20					TBD FORD TRUCK #7						
21					TBD FORD TRUCK #8						
22					FORD DISCONTINUED MODEL TRUCKS						
23					TOTAL FORD LIGHT TRUCK RETAIL						
24					MONTEREY						
25	58896	2244	2	1122	MARINER						
26					MOUNTAINEER						
27					TBD LAM TRUCK #1						
28					TBD LAM TRUCK #2						
29					TBD LAM TRUCK #3						
30					NAVIGATOR						
31	297837	14351	6	2392	NAVIGATOR						
32					LINCOLN MARK LT						
33	163126	8184	4	2046	LINCOLN MKZ						
34					TBD LAM TRUCK #4						
35					TBD LAM TRUCK #5						
36					LIN DISCONTINUED MODEL TRUCKS						
37	520059	24331	12	2028	TOTAL LAM LIGHT TRUCK RETAIL						
38					TOTAL VOLVO TRUCK RETAIL						
39					TOTAL MAZDA TRUCK RETAIL						
40					TOTAL LAND ROVER TRUCK RETAIL						
41					NON FORD LIGHT TRUCK						
42	520059	24331	12	2028	TOTAL LIGHT TRUCK RETAIL						
43					FLUENT LIGHT TRUCKS						
44	520059	24331	12	2028	TOTAL LIGHT TRUCK						
45					F-SUPER DUTY (2500-3000 GVW)						
46					F-SUPER DUTY (3000-3500)						
47					LOW CAB (2500)						
48					TOTAL FORD COMMERCIAL TRUCKS						
49					NON FORD CLASS 6-7-8						
50					TOTAL COMMERCIAL OTHER TRUCKS						
51					UNIT TRUCKS (2500-3000 GVW)						
52					TRUCK INCENTIVES						
53	520059	25710	12	2144	TOTAL NEW TRUCK						
54					TRUCK INCENTIVES						
55	650670	37305	17	2194	TRUCK INCENTIVES						
56	257370	8920	9	1115	MEMO: NEW INTEREST SALES						
57	RETAIL LEASE				MEMO: NEW INTEREST SALES						
58					MEMO: NEW INTEREST SALES						
59	MONTH	2	2454	1227	MONTH	2	2454	1227	MONTH	2	2454
60	YTD	2	2454	1227	YTD	2	2454	1227	YTD	2	2454
61	MONTH	2	2454	1227	MONTH	2	2454	1227	MONTH	2	2454
62	YTD	2	2454	1227	YTD	2	2454	1227	YTD	2	2454

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Exhibit B

Judge Wore
8/9/2007

DEALER	BOB LEWIS LM	P&A CODE	11042	SALES CODE	51F488	MONTH	30 APR 2007	PG	4
SALES	GROSS	UNITS	GR PVS	SALES	GROSS	UNITS	GR PVS		
337676	25120	17	1478	USED CAR RETAIL	81	1681	1375202	136200	
				MEMO USED CREDITED CARS (FRANCHISE ONLY)					
82531	7031	6	1172	REMARKETED CARS RETAIL	15	1637	250130	24557	
	-212			USED LIGHT TRUCKS RETAIL	29	2786	584071	80803	
				MEMO USED CERTIFIED TRUCKS (FRANCHISE ONLY)					
102839	13477	4	3369	REMARKETED TRUCKS RETAIL	14	3490	339883	48861	
				USED CREDIT UNITS					
523046	45416	27	1682	USED CARS WHOLESALE	139	2089	2549286	290421	
13545	1025	2	513	REMARKETED CARS WHOLESALE	29	-117	174120	-3382	
11390	2495	1	2495	USED TRUCKS WHOLESALE	11	-200	6545	-200	
				REMARKETED TRUCKS WHOLESALE			62987	1012	
				USED VEH INVENTORY ADJUSTMENT					
24935	3520	3	1173	TOTAL USED VEHICLES	41	-63	243652	-2570	
547981	48936	30	1637		180	1599	2792938	287851	
159945	12921	8	1635	MEMO USED INTEREST SALES	72	2220	1266973	159827	
73	4733	42886	364	RECONDITIONING ANALYSIS	17	1632	22278	1632	602
INCOME	UNITS	%PEN	PVR	UNITS	%PEN	PVR	INCOME		
MONTH	YTD	MONTH	YTD	MONTH	YTD	MONTH	YTD		
3365	20194	4	50	769	198	311	3365	20194	
248	7006			15	108				
13958	37905	4	20	308	821	593	13958	37905	
1170	-150			69	-2				
10260	24745			604	381				
26165	75988			539	1169				
37305	108453	2194	1669	CAR/TRUCK GROSS	1812	2071	48936	287851	
26165	75988	1539	1169	COST OF SALES ADJ LIFO					
650670	2462799	NEW GROSS % SALES		F&I (NET INCOME (LINE 31))	678	954	18301	132568	
63470	184447	96	75	USED GROSS % SALES			547981	2792938	
							67237	420419	
9416	26043	148	141	N. TOTAL NEW GROSS					
1994	3354	31	18	SALES PERS	217	171	14566	71728	
6267	17806	99	97	SALES MANAGERS	72	92	4824	38544	
1395	9796	22	53	F&I	81	89	5427	37555	
2212	12707	35	69	PRE-DELIVERY					
147	1434	5	9	PRE-DELIVERY ALLOWANCES					
17002	45726	268	248	PRE-SERVICE / MAINTENANCE (POLICY)	90	66	6053	28755	
46468	138715	732	752	SALES PERS	459	420	30870	176582	
3538	10790	56	59	SALES MANAGERS	67	32	4527	13537	
13713	66963	216	363	OTHER	189	101	12693	42402	
6795	24540	107	133	F&I	110	56	7412	23646	
4245	33242	67	126	ADVERTISING	66	102	4412	42970	
2474	13728	39	74	MEMO: INTERNET ADVERTISING	82	84	5502	35255	
7630	28156	120	153	ADVERTISING REBATES	27	24	1830	9935	
10444	37089	165	201	PROMOTION	119	60	8021	25272	
783	1752	12	9	TRAINING	7	4	504	1473	
217	1298	3	7	DEMO EXPENSE					
	-843		-5	SERVICE LOANS				1500	
				F&I OTHER					
27649	104309	436	566	INTEREST - FLOOR PLAN	157	107	10533	45068	
10462	52177	165	284	FLOOR PLAN AMORTIZATION					
49292	188607	777	1023	SALES PERS	688	442	46272	185933	
-2824	-49892	-44	-271	SELLING GROSS	-147	138	-9905	57904	

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Exhibit B

Judy Ware
8/3/2007

DEALER		P&A CODE		SALES CODE		MONTH		PGS	
BOB LEWIS LM		11042		51F488		30 APR 2007		PGS	
GROSS % SALES		GROSS % SALES		GROSS % SALES		GROSS % SALES		GROSS % SALES	
1 30210		108652		108652		108652		108652	
2 5101		18970		18970		18970		18970	
3 100		172		172		172		172	
4 5001		18142		18142		18142		18142	
5 6180		38893		38893		38893		38893	
6 2072		11557		11557		11557		11557	
7 56263		250516		250516		250516		250516	
8 24164		103872		103872		103872		103872	
9 983		18924		18924		18924		18924	
10 518		5276		5276		5276		5276	
11 19586		86545		86545		86545		86545	
12 5774		24382		24382		24382		24382	
13 7864		30565		30565		30565		30565	
14 892		6373		6373		6373		6373	
15 3720		239		239		239		239	
16 239		66		66		66		66	
17 84696		390292		390292		390292		390292	
18 31148		140592		140592		140592		140592	
19 370		360		360		360		360	
20 5657		5657		5657		5657		5657	
21 1845		1845		1845		1845		1845	
22 1661		12907		12907		12907		12907	
23 126743		543494		543494		543494		543494	
24 41927		186043		186043		186043		186043	
25 41927		186043		186043		186043		186043	
26 8542		33204		33204		33204		33204	
27 3764		29643		29643		29643		29643	
28 900		3565		3565		3565		3565	
29 2624		16394		16394		16394		16394	
30 2250		2250		2250		2250		2250	
31 217		1360		1360		1360		1360	
32 272		916		916		916		916	
33 241		1620		1620		1620		1620	
34 3052		12150		12150		12150		12150	
35 21862		99102		99102		99102		99102	
36 20065		86941		86941		86941		86941	
37 20065		86941		86941		86941		86941	
38 15990		122804		122804		122804		122804	
39 15990		122804		122804		122804		122804	
40 15990		122804		122804		122804		122804	
41 15990		122804		122804		122804		122804	
42 15990		122804		122804		122804		122804	
43 15990		122804		122804		122804		122804	
44 15990		122804		122804		122804		122804	
45 15990		122804		122804		122804		122804	
46 15990		122804		122804		122804		122804	
47 15990		122804		122804		122804		122804	
48 15990		122804		122804		122804		122804	
49 15990		122804		122804		122804		122804	
50 15990		122804		122804		122804		122804	
51 15990		122804		122804		122804		122804	
52 15990		122804		122804		122804		122804	
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54 15990		122804		122804		122804		122804	
55 15990		122804		122804		122804		122804	
56 15990		122804		122804		122804		122804	
57 15990		122804		122804		122804		122804	
58 15990		122804		122804		122804		122804	
59 15990		122804		122804		122804		122804	
60 15990		122804		122804		122804		122804	
61 15990		122804		122804		122804		122804	
62 15990		122804		122804		122804		122804	

Exhibit B

Judge Kane
8/3/2007